

EXHIBIT 3

Prime / Compass-Charlotte

Emails Regarding Return of Deposit

Esser, Will

From: Trombly, Ned <NTROMBLY@barclaydamon.com>
Sent: Thursday, December 14, 2023 6:05 AM
To: Fenlon, Christopher V.
Cc: Esser, Will
Subject: Re: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Caution: External email

Chris,
Other than a cryptic message saying he'd been in touch with your client, I've heard nothing notwithstanding multiple efforts via text, phone and email to engage him. I am in NYC and return later this morning.

Sent from my iPhone

On Dec 13, 2023, at 5:49 PM, Fenlon, Christopher V. <cfenlon@hinckleyallen.com> wrote:

Well, Ned. Your client is in default on the Agreement. It is unfortunate.

There will be consequences.

Chris Fenlon

Partner

Hinckley Allen
30 South Pearl Street, Suite 901
Albany, NY 12207-3492
p: 518-396-3138 | f: 518-396-3101
cfenlon@hinckleyallen.com

From: Fenlon, Christopher V.
Sent: Tuesday, December 12, 2023 12:49 PM
To: 'Trombly, Ned' <NTROMBLY@barclaydamon.com>; Esser, Will <willess@parkerpoe.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Ned,

Thanks for the call yesterday. I just tried you back. Please let us know if you've been able to connect with Kris.

Chris

Chris Fenlon

Partner

Hinckley Allen
30 South Pearl Street, Suite 901
Albany, NY 12207-3492
p: 518-396-3138 | f: 518-396-3101
cflenlon@hinckleyallen.com

From: Trombly, Ned <NTROMBLY@barclaydamon.com>
Sent: Monday, December 11, 2023 5:13 PM
To: Esser, Will <willesser@parkerpoe.com>
Cc: Fenlon, Christopher V. <cflenlon@hinckleyallen.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

EXTERNAL EMAIL

Will,

I just responded to a voice mail Chris left for me and I indicated that though I was out a good part of the day, I texted, v-mailed and called Kris at various times today and have asked one of my partners to contact him and so far, he has come up empty as well. I told him to call me at home if need be and will update the 2 of you if I hear something.

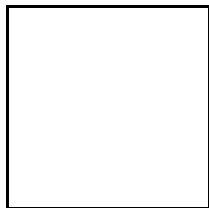
From: Esser, Will <willesser@parkerpoe.com>
Sent: Monday, December 11, 2023 12:41 PM
To: Trombly, Ned <NTROMBLY@barclaydamon.com>; Fenlon, Christopher V. <cflenlon@hinckleyallen.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Ned,

Our client has not received any wire, although it was promised last week. Do you have any update?

Will

Will Esser
Partner



620 South Tryon Street | Suite 800 | Charlotte, NC 28202
Office: 704.335.9507 | Fax: 704.334.4706 | [map](#)

Visit our website at
www.parkerpoe.com

From: Trombly, Ned <NTROMBLY@barclaydamon.com>
Sent: Thursday, December 7, 2023 5:12 PM

To: Esser, Will <willesser@parkerpoe.com>; Fenlon, Christopher V. <cfenlon@hinckleyallen.com>

Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Caution: External email

I was told it'll go out and am assuming it will. As for the media threat, I'll leave it alone for now in hopes it doesn't get to that.

From: Esser, Will <willesser@parkerpoe.com>

Sent: Thursday, December 7, 2023 4:34 PM

To: Trombly, Ned <NTROMBLY@barclaydamon.com>; Fenlon, Christopher V. <cfenlon@hinckleyallen.com>

Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

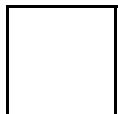
Ned,

Any word on timing of wire to our client? If the wire is not sent today or tomorrow, then our client intends to move forward next week with some of the steps that Chris discussed with you, including leveraging of media contacts.

Regards,

Will

Will Esser
Partner



620 South Tryon Street | Suite 800 | Charlotte, NC 28202
Office: 704.335.9507 | Fax: 704.334.4706 | [map](#)

Visit our website at
www.parkerpoe.com

From: Trombly, Ned <NTROMBLY@barclaydamon.com>

Sent: Wednesday, December 6, 2023 8:04 AM

To: Fenlon, Christopher V. <cfenlon@hinckleyallen.com>

Cc: Esser, Will <willesser@parkerpoe.com>

Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Caution: External email

Chris,

I spoke with Kris Roglieri last evening and he said the ICA would be refunded this week. I don't know if he has wire instruction or not but I'm in the office now and will be for the bulk of the day if you want to talk.

From: Fenlon, Christopher V. <cfenlon@hinckleyallen.com>
Sent: Tuesday, December 5, 2023 7:48 AM
To: Trombly, Ned <NTROMBLY@barclaydamon.com>
Cc: Esser, Will <willesser@parkerpoe.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Ned,

Let me know when you are available to speak today or tomorrow. Compass-Charlotte is not going away and will pursue aggressive efforts to collect if not paid this week, which I would like to discuss with you. Prime has represented to Compass-Charlotte that payment will be issued this week, but we are justifiably skeptical of that representation. The long-promised account statement could help address Compass-Charlotte's concerns, but the failure to produce it has heightened our skepticism. Please let me know when we can catch up.

Thanks,
Chris

Chris Fenlon

Partner

Hinckley Allen
30 South Pearl Street, Suite 901
Albany, NY 12207-3492
p: 518-396-3138 | f: 518-396-3101
cfenlon@hinckleyallen.com

From: Esser, Will <willesser@parkerpoe.com>
Sent: Tuesday, November 28, 2023 7:48 PM
To: Trombly, Ned <NTROMBLY@barclaydamon.com>; Fenlon, Christopher V. <cfenlon@hinckleyallen.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

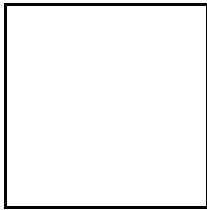
EXTERNAL EMAIL

Ned,

Any word? That account statement has been promised for weeks and yet our client has received nothing whatsoever. As well as no update about the plan for paying some of the money back in batches.

Will

Will Esser
Partner



620 South Tryon Street | Suite 800 | Charlotte, NC 28202
Office: 704.335.9507 | Fax: 704.334.4706 | [map](#)

Visit our website at
www.parkerpoe.com

From: Trombly, Ned <NTROMBLY@barclaydamon.com>
Sent: Monday, November 27, 2023 11:54 AM
To: Fenlon, Christopher V. <cfenlon@hinckleyallen.com>
Cc: Esser, Will <willesser@parkerpoe.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Caution: External email

Chris,

I did, in part because for 4 days I didn't open my briefcase or laptop – paying the price today but it was worth it. I hope you enjoyed some down time as well. I have reached out for information and will do so again before the day is out.

Ned Trombly

Partner



80 State Street • Albany, NY 12207
D: (518) 429-4225 • F: (518) 427-3489 • C: (518) 788-7487
E: NTROMBLY@barclaydamon.com

barclaydamon.com • [vCard](#) • [Profile](#)

This electronic mail transmission is intended only for the use of the individual or entity to which it is addressed and may contain confidential information belonging to the sender which is protected by the attorney-client privilege. If you are not the intended recipient, you are hereby notified that any disclosure, copying, distribution, or the taking of any action in reliance on the contents of this information is strictly prohibited. If you have received this transmission in error, please notify the sender immediately by e-mail and delete the original message.

From: Fenlon, Christopher V. <cfenlon@hinckleyallen.com>
Sent: Monday, November 27, 2023 11:13 AM
To: Trombly, Ned <NTROMBLY@barclaydamon.com>
Cc: Esser, Will <willesser@parkerpoe.com>
Subject: RE: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Ned,

I hope you enjoyed the holiday weekend.

I am writing to follow up on my 11/17/23 letter. Please advise as to the status of the payment of the \$15,902,250, and provide a copy of Prime's account statement for Compass-Charlotte's funds, which Prime has agreed to provide.

Thanks,

Chris Fenlon

Partner

Hinckley Allen
30 South Pearl Street, Suite 901
Albany, NY 12207-3492
p: 518-396-3138 | f: 518-396-3101
cfenlon@hinckleyallen.com

From: Fenlon, Christopher V.

Sent: Friday, November 17, 2023 4:52 PM

To: 'Trombly, Ned' <NTROMBLY@barclaydamon.com>

Cc: Esser, Will <willesser@parkerpoe.com>

Subject: Compass-Charlotte 1031, LLC / Prime Capital Ventures, LLC

Ned,

Please see the attached correspondence. We look forward to hearing from you.

Thanks,

Chris Fenlon

Partner

Hinckley Allen
30 South Pearl Street, Suite 901
Albany, NY 12207-3492
p: 518-396-3138 | f: 518-396-3101
cfenlon@hinckleyallen.com

From: kris@primecommerciallending.com <kris@primecommerciallending.com>
Sent: Monday, December 4, 2023 4:43 PM
To: Thomas F. Taft, Jr <Thomas@tfonc.com>
Cc: Kimmy Humphrey <kimmy@primecommerciallending.com>
Subject: Re: Funds return

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good evening Thomas we received your wire instructions thank you. It looks like we're anticipating you starting to receive your funds Thursday of this week.

Kris

Sent from my iPhone

On Dec 4, 2023, at 10:28 AM, Thomas F. Taft, Jr <Thomas@tfonc.com> wrote:

Guys, thanks again for the comms on this one. Just checking in to see if anything had broken free here that would give you guys any dates/times?

Best,

Thomas F. Taft, Jr.
Principal

<image001.png>

P.O. Box 566 | Greenville, NC 27835

631 Dickinson Ave. | Greenville, NC 27834

252-752-7101 Ext. 213 (O)

252-758-1002 (F)

252-531-8716 (C)

Visit our website www.TaftFamilyVentures.com

[<image008.png>](#) [<image009.png>](#) [<image010.png>](#)

This message, including any attachments, may contain PRIVILEGED and/or CONFIDENTIAL information. The contents of this email are intended only for the recipient(s) listed above. If you are not the intended recipient, you are directed not to read, disclose, distribute or otherwise use this transmission. Any such distribution or use of this email by anyone other than the intended recipient(s) is strictly prohibited. If you have received this email in error, please notify the sender immediately and delete the transmission.

Please consider your environmental responsibility. Before printing this email, ask yourself whether you need a hard copy!

From: kris@primecommerciallending.com <kris@primecommerciallending.com>
Sent: Wednesday, November 29, 2023 1:00 PM
To: Thomas F. Taft, Jr <Thomas@tfonc.com>
Cc: Kimmy Humphrey <kimmy@primecommerciallending.com>
Subject: Re: Funds return

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good afternoon Thomas,

We are going to start to distribute funds early next week. Additionally depending on timing most if not all of your funds we are expecting in next week. That is what we are told. We will keep you posted.

Regards

Kris

Sent from my iPhone

On Nov 28, 2023, at 9:38 AM, Thomas F. Taft, Jr <Thomas@tfonc.com> wrote:

Morning, have you guys had any of the funds released by RBC yet? When we spoke in mid-November you threw out potential for first tranche of funds to be released either week of thanksgiving or this week.

Thanks in advance for any help you can provide.

-Thomas Taft

(252)531-8716

From: kris@primecommerciallending.com <kris@primecommerciallending.com>
Sent: Wednesday, November 15, 2023 5:18:11 PM
To: Thomas F. Taft, Jr <Thomas@tfonc.com>
Cc: Kimmy Humphrey <kimmy@primecommerciallending.com>
Subject: Re: Statement and Ledger

CAUTION: This email originated from outside of the organization. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Good evening Thomas I was on a plane doing a site visit today. I will make sure we will get this to you and as I said on our phone call we are committed to start giving you funds as they come in.

Regards

Kris

Sent from my iPhone

On Nov 15, 2023, at 8:03 AM, Thomas F. Taft, Jr <Thomas@tfonc.com> wrote:

Good morning, I'm astonished that we still

Haven't seen the redacted RBC statement. This has been on the table since the 1st and for the life of me I can't wrap my head around the length of time it's taking. Hopefully with this much time you can also provide the ledger that shows internal transfers(redacted is fine) from the Citi account that our funds were wired, to the final account they are in now. This is basic bookkeeping, not even accounting.

I appreciate the comms we've had, but it's not enough. Kris, you asked me have clearer comms to my legal team and I agreed to turn it down based on receipt of this basic info. Please get it to me before end of week at latest and would be helpful to get some real details on why first release of funds is expected early next week or maybe the week after Thanksgiving.

Thank you and I don't want this request to turn into another call unless it's to explain whatever docs we receive.

Best

-Thomas Taft

(252)531-8716

From: Thomas F. Taft, Jr
Sent: Tuesday, November 7, 2023 8:42:52 AM
To: Kimmy Humphrey <kimmy@primecommerciallending.com>
Subject: FW: Follow up from call on 11/1/23

See below. I understand that some of these can't be answered right now, so honestly just some confirmation of the first 3 items would be great. Also if you are able to tell me name of Hedge Fund that is referenced just so I understand the players...

1. *Confirmation funds are at RBC*
2. *Confirmation of when RBC received notice of termination*
3. *Confirmation Hedge Fund has asked RBC to rescind the line thereby unlocking funds*
4. *Confirmation of dialogue between RBC/Prime on any material aspects or delays in wind and return of capital*
5. *Confirmation of funds transfer to Prime. I understand this may be two wires due to thresholds*
6. *Confirmation of FED ID# for wire from Taft to Prime*

Best,

Thomas F. Taft, Jr.
Principal



P.O. Box 566 | Greenville, NC 27835

631 Dickinson Ave. | Greenville, NC 27834

252-752-7101 Ext. 213 (O)

252-758-1002 (F)

252-531-8716 (C)

Visit our website www.TaftFamilyVentures.com



This message, including any attachments, may contain PRIVILEGED and/or CONFIDENTIAL information. The contents of this email are intended only for the recipient(s) listed above. If you are not the intended recipient, you are directed not to read, disclose, distribute or otherwise use this transmission. Any such distribution or use of this email by anyone other than the intended recipient(s) is strictly prohibited. If you have received this email in error, please notify the sender immediately and delete the transmission.

Please consider your environmental responsibility. Before printing this email, ask yourself whether you need a hard copy!

From: Thomas F. Taft, Jr

Sent: Thursday, November 2, 2023 10:07 AM

To: kris@primecommerciallending.com; Kimmy Humphrey
<kimmy@primecommerciallending.com>

Cc: Greg Caito <gcaito@primecommerciallending.com>; Frankie Cash-Langley
<Frankie@tfonc.com>; Tom Taft <ttaftoffice@tfonc.com>; Nicholas Zuchegno
<nickz@aspencapitalsolutions.com>; jeffmorris@parkerpoe.com

Subject: Follow up from call on 11/1/23
Importance: High

Kris and Kimmy,

I appreciate the call yesterday and your openness explaining the circumstances associated with the delay of closing of our Development Line of Credit (D-LoC) for our construction project in Charlotte. It is unfortunate we cannot move forward with the LoC, but time is of the essence as we have a major investment at stake. We also understand this was a special project for Prime.

As discussed, due to the lack of progress and communication on closing (we should have closed by Sep 15) we issued a Termination notice on 10/27 because of Lenders default in accordance with the D-LoC Agreement associated with the \$79,511,250 LoC.

We discussed that our team had completed all items on Prime's closing checklist and the two outstanding items which were still both under review by Prime included the Draw Schedule and Determination of final initial advance.

You outlined to me that there was difficulty with your program due to elements out of your control....feds raising rate and a lot of third parties that have to fit together that play by their own rules including the assets of the Hedge fund. You explained the difficulty with the lender's insurance policy and provided an example of how the insurance providers tranches stretch the coverage out over full 60 months, but that would make it prohibitive to extend the loan one day past maturity, which has obvious issues and takes away any flexibility. However, it sounded like you received approval for our tranches at 27 months.

We funded our ICA for \$15,902,250.00 on April 28 as our interest reserve with the understanding we would be closed and able to make our first draw within 90 days of funding the ICA. These funds are blood, sweat, and tears capital that our family and company have worked hard to accumulate. We are years invested in the Charlotte project and it is imperative the timely return of our capital as outlined in the D-LoC so we may work towards another loan solution to get our project done.

You covered with me the unwinding of the deal. My understanding is Prime has sent the termination notice to RBC, where the funds are currently held. You mentioned that the last ICA return took about 2 weeks, but you always ask for 30 days because it involves 3rd parties.

I understood you to say that once the Hedge Fund has the termination letter and it goes to RBC this initiates the cancellation of the LoC and this unlocks or de-collateralizes the debt. We have made no draws on the line so there is no interest owed back. So I assume this should be straight forward to unwind.

As I am responsible for return of our families capital. I would request clear communication and documentation be sent to me associated with the unwind process and specifically request that we receive documentation for each of the 6 events in italics below.

The below items/milestones is what I highlighted from our call in the unwinding and return of capital. If I misunderstood any of these milestones please correct me.

1. *Confirmation funds are at RBC*
2. *Confirmation of when RBC received notice of termination*
3. *Confirmation Hedge Fund has asked RBC to rescind the line thereby unlocking funds*
4. *Confirmation of dialogue between RBC/Prime on any material aspects or delays in wind and return of capital*
5. *Confirmation of funds transfer to Prime. I understand this may be two wires due to thresholds*
6. *Confirmation of FED ID# for wire from Taft to Prime*

Clear communication is key for me. I can't afford a repeat of the lack of communication that drove us to this point. I hope you understand my sense of urgency associated with our capital as it is critical to our operations and significant for our small company. I will have our CFO resend our wire instructions for receipt of our funds back. I can only hope there will be other opportunities for us all once the market stabilizes.

Stay well and I hope your son is feeling better.

Best,

Thomas F. Taft, Jr.
Principal



P.O. Box 566 | Greenville, NC 27835

631 Dickinson Ave. | Greenville, NC 27834

252-752-7101 Ext. 213 (O)

252-758-1002 (F)

252-531-8716 (C)

Visit our website www.TaftFamilyVentures.com



This message, including any attachments, may contain PRIVILEGED and/or CONFIDENTIAL information. The contents of this email are intended only for the recipient(s) listed above. If you are not the intended recipient, you are directed not to read, disclose, distribute or otherwise use this transmission. Any such distribution or use of this email by anyone other than the intended recipient(s) is strictly prohibited. If you have received this email in error, please notify the sender immediately and delete the transmission.

Please consider your environmental responsibility. Before printing this email, ask yourself whether you need a hard copy!